## FORM 51-102F3

## AMENDED AND RESTATED MATERIAL CHANGE REPORT

This Amended and Restated Material Change Report amends and restates the Material Change Report filed on May 9, 2024, to include additional disclosure of a related party transaction required under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**").

### Item 1 – Name and Address of Company

FG Acquisition Corp. ("**FGAC**" or the "**Corporation**")
510 West Georgia Street, Suite 1800
Vancouver, British Columbia
V6B 0M3

### Item 2 – Date of Material Change

May 3, 2024

### Item 3 – News Release

Two news releases were issued by FGAC on May 3, 2024 and July 30, 2024 (collectively, the "**News Releases**") through the newswire services of Cision Newswire and were filed on the System for Electronic Document Analysis and Retrieval Plus ("**SEDAR+**"). Copies of the News Releases are attached as Schedule "A" hereto and are available on the Corporation's SEDAR+ profile at www.sedarplus.ca.

### Item 4 – Summary of Material Change

On May 3, 2024, FGAC announced its proposed acquisition (the "**MDI Acquisition**") of all of the issued and outstanding shares of Strong/MDI Screen Systems, Inc. ("**MDI**") from Strong Global Entertainment, Inc. ("**Strong Global**") and the launch of Saltire Holdings, Ltd. ("**Saltire**"). The MDI Acquisition will constitute FGAC's qualifying acquisition within the meaning of the Toronto Stock Exchange ("**TSX**") Company Manual (the "**Qualifying Acquisition**") and values MDI at a pre-money valuation of $30 million (as adjusted pursuant to the Acquisition Agreement (as defined below), the "**MDI Equity Value**").

FGAC and its sponsors, FGAC Investors LLC (the "**FG Sponsor**") and CG Investments VII Inc. (the "**CG Sponsor**" and, together with the FG Sponsor, the "**Sponsors**"), have entered into an acquisition agreement (the "**Acquisition Agreement**") with Strong Global and MDI dated May 3, 2024, whereby FGAC will acquire all of the issue and outstanding shares of MDI. On closing of the MDI Acquisition ("**Closing**"), FGAC will satisfy the purchase price under the Acquisition Agreement with: (i) cash (the "**Cash Consideration**"), in an amount equal to 25% of the net proceeds of a concurrent private placement (the "**Private Placement**"), (ii) the issuance to Strong Global of preferred shares with an initial preferred share redemption amount of $9,000,000 ("**Preferred Shares**"), and (iii) the issuance to Strong Global of that number of common shares of FGAC

("**Common Shares**") equal to (a) the MDI Equity value minus (x) the Cash Consideration and (y) $9,000,000, divided by (b) $10.00.

The MDI Acquisition is subject to the satisfaction of customary conditions. Completion of the MDI Acquisition is currently expected to occur in September 2024. In connection with Closing, FGAC intends to rename itself Saltire Holdings, Ltd. ("**Saltire**").

Further details are set out in the Acquisition Agreement, as well as FGAC's preliminary non-offering prospectus dated May 3, 2024 (the "**Preliminary Prospectus**"), which are each available under FGAC's profile on SEDAR+ at www.sedarplus.ca.

**Item 5 – Full Description of Material Change**

On May 3, 2024, FGAC announced the Qualifying Acquisition and entered into the Acquisition Agreement. The following is a summary of the Qualifying Acquisition.

***Saltire: Long-Term Capital Partner***

Following Closing, Saltire will be a long-term capital partner that intends to invest in equity, debt and/or hybrid securities of private companies. It is expected that, prior to Closing, Saltire Partners, Inc. (the "**Manager**") will be incorporated and will act as manager of Saltire pursuant to the terms of a management agreement (the "**Management Agreement**"), to be entered into on Closing. The Manager will be owned 80% by the Sponsors and 20% by Saltire. It is intended that investments made by Saltire in portfolio companies ("**Portfolio Companies**") will consist of meaningful and influential stakes in carefully selected private companies that the Manager believes are under-valued, and target assets and businesses with high barriers to entry, predictable revenue streams and cash flows and defensive characteristics, with a view to significantly improve the fundamental value of such Portfolio Companies over the long-term. Although Saltire intends to primarily invest in private companies, Saltire may also pursue opportunities with orphaned or value challenged small and micro-cap public companies in certain circumstances if a compelling opportunity arises, including where a public target is an appropriate target for a take-private transaction. This opportunity will provide retail investors access to private and control-level investments typically reserved for larger players, while maintaining liquidity, as well as an ownership interest in the Manager.

***The Management Agreement***

Pursuant to the Management Agreement, the terms of which have been settled, the Manager will be appointed as the manager of Saltire and, subject to the overriding supervision and direction of Saltire's board of directors (the "**Board**") and approval, where applicable, of the Board's investment committee (the "**Investment Committee**"), will be granted the exclusive authority to manage the operations and business of the Corporation, including the power and authority to negotiate, settle the terms of, enter into and execute on behalf of the Corporation, material contracts and agreements. The Manager will provide the services of appropriately qualified individuals to serve as senior officers of the Corporation, including the Executive Chairman, Chief Executive Officer, Chief Financial Officer and Chief Investment Officer. Decisions regarding the purchase and sale of securities of

Portfolio Companies and the execution of transactions for Saltire's portfolio will be made by the Manager, in accordance with and subject to the terms of the Management Agreement. Subject to the terms of the Management Agreement and the approval of the Investment Committee, where applicable, the Manager will implement the investment strategies of the Saltire's portfolio on an ongoing basis.

The term of the Management Agreement will continue until the winding-down or dissolution of the Corporation unless terminated by the Manager at an earlier date. Any changes to the Management Agreement will be negotiated between the Manager and the Investment Committee and will be subject in any event to the approval of the Investment Committee. The Manager has the right, at any time, upon 120 days' written notice, to terminate the Management Agreement for any reason. The Management Agreement will automatically terminate on the earlier of (i) the date of the termination of the Manager as the manager of the Corporation, or (ii) the date of winding-up of the Corporation. Notwithstanding the foregoing, the Manager may not be removed unless the Manager is in material breach or default of the provisions of the Management Agreement (as determined by the Investment Committee) and, if capable of being cured, any such breach or default has not been cured within 60 days' notice of such breach or default to the Manager. The Investment Committee will be responsible for determining whether a material breach has occurred and, upon such occurrence, providing notice to the Manager of same.

In consideration for the duties performed by the Manager pursuant to the terms of the Management Agreement, the Corporation shall pay the Manager a management fee of 2.0% of the net assets of the Corporation calculated at book value in the professional judgement of the Corporation's management, plus all applicable taxes (the "**Management Fee**"). The Management Fee will only be incurred after the Corporation reaches a market capitalization of $200 million, and will be calculated and payable on the last business day of each month. For the purposes of calculating the Management Fee, the value of the Corporation's interest in the Manager will not be included in the calculation of net assets. Expenses incurred by the Manager in the normal course will be reimbursed by the Corporation without any required approval, while those expenses that are incurred by the Manager out of the ordinary course of business will only be reimbursed upon approval of the Investment Committee.

In addition to the Management Fee, the Corporation and Manager will mutually agree on a performance fee after reaching $200 million in market capitalization, which fee will be approved by the Investment Committee.

***The MDI Acquisition***

On May 3, 2024, FGAC and its Sponsors entered into the Acquisition Agreement with Strong Global and MDI, whereby FGAC will acquire all of the issued and outstanding shares of MDI. On Closing, FGAC will satisfy the purchase price under the Acquisition Agreement with: (i) the Cash Consideration, (ii) the issuance to Strong Global of the Preferred Shares, and (iii) the issuance to Strong Global of that number of Common Shares equal to (a) the MDI Equity value minus (x) the Cash Consideration and (y) $9,000,000, divided by (b) $10.00.

The MDI Acquisition values MDI at $30 million. As a result of the MDI Acquisition, MDI is expected to become a wholly-owned subsidiary of FGAC.

FGAC's currently issued and outstanding Class A restricted voting shares and share purchase warrants (the "**Warrants**") are listed on the TSX. It is a condition of Closing that the Common Shares be listed on the TSX. The Corporation has reserved the symbols "SLT" and "SLT.WT" for the Common Shares and Warrants, respectively.

The Acquisition Agreement includes customary pre-Closing covenants on the part of Strong Global, MDI and FGAC, including, in the case of Strong Global and MDI, to conduct business in the ordinary course consistent with past practice, as well as customary pre-Closing covenants of the parties, including, among others, those relating to: (a) the conduct of business prior to Closing, (b) examinations and investigations, (c) disclosure of personal information, (d) confidentiality, (e) public announcements and third party communications, (f) consents, (g) non-solicitation on the part of Strong Global and MDI, (h) notification of certain matters, (i) litigation support, (j) the prospectus and Private Placement documents, (k) waiver by Strong Global and MDI of access to the Escrow Account; (l) FGAC's shareholder meeting to approve certain amendments to FGAC's articles of incorporation; (m) insurance, (n) the Private Placement, (o) governance matters, (p) escrow agreements, (q) the change of FGAC's name, (r) certain tax covenants, and (s) covenants relating to MDI's credit facility.

The Closing is conditional on mutual conditions of Closing, conditions of Closing in favour of Strong Global and MDI and conditions of Closing in favour of FGAC. The Closing is conditional on, among other things, there being no legal impediments to Closing and all required authorizations, consents and approvals necessary to effect Closing having occurred, or being filed or obtained, as applicable, the Common Shares being conditionally listed for trading on a stock exchange, the approval of certain amendments to FGAC's articles of incorporation, receipts having been obtained for both the preliminary and final prospectus and other usual and customary conditions for transactions of this nature. The obligations of Strong Global at Closing are also conditional on, among other usual and customary conditions for transactions of this nature, (a) the truth and accuracy of FGAC's representations and warranties, (b) the compliance and/or performance by FGAC of its covenants under the Acquisition Agreement, and (c) there having been no material adverse change with respect to FGAC. The Closing is also conditional on, among other usual and customary conditions for transactions of this nature, the following conditions of Closing in favour of FGAC: (a) the truth and accuracy of Strong Global and MDI's representations and warranties, (b) the compliance and/or performance by Strong Global and MDI of their covenants under the Acquisition Agreement, (c) the completion of all required third party authorizations, consents and approvals, and (d) there having been no material adverse change with respect to MDI or its business and there being no events, facts or circumstances that shall have occurred which would result or which could reasonably be expected to result, individually or in the aggregate, in a material adverse change with respect to MDI or its business.

The Acquisition Agreement contains representations and warranties. Each of Strong Global and MDI provide representations and warranties with respect to, among other things, its existence, authorization to execute and deliver the Acquisition Agreement and various representations and warranties with respect to MDI's business, as well as representations and warranties relating to misrepresentations in this prospectus (with MDI's and Strong Global's representations and warranties being limited to the information relating to MDI and Strong Global). Representations and warranties are also made by FGAC with respect to, among other things, its existence, authorization to execute and deliver the Acquisition Agreement, its compliance with applicable securities laws and various representations and warranties with respect to FGAC's business. The representations and warranties made by Strong Global, MDI and FGAC will not survive closing of the transactions contemplated in the Acquisition Agreement.

The Acquisition Agreement may be terminated for any of the following reasons at any time prior to Closing: (a) upon mutual consent of Strong Global and FGAC, (b) by either Strong Global or FGAC if Closing has not occurred by the Outside Date (as defined in the Acquisition Agreement), or such other date as FGAC and Strong Global may agree in writing, (c) by either Strong Global or FGAC upon certain breaches or covenants, representations or warranties by the other party, (d) by either Strong Global or FGAC upon the conditions in such party's favour not being satisfied by the Outside Date, (e) by any party to the Acquisition Agreement if applicable law makes consummation of the transactions contemplated in the Acquisition Agreement and related transaction documents illegal or otherwise prohibited, or (f) by FGAC if there has been a Material Adverse Change with respect to MDI or its business which is incapable of being cured by the Outside Date.

In addition to the foregoing, it is a condition to closing of the MDI Acquisition that Strong Global and MDI provide executed copies of the Transition Services Agreement (as defined in the Acquisition Agreement), duly executed by Strong Technical Services Inc. and MDI.

***The Transition Services Agreement***

Strong Technical Services, Inc., a wholly-owned subsidiary of Strong Global and affiliate of MDI, currently acts as United States distributor and provides certain services related to MDI's customers located in the United States. Those services primarily entail processing of customer invoices, calculating, collecting and remitting sales tax to state and local jurisdictions, managing collections from customers, and providing assistance with reporting and administration of those transactions. Strong Technical Services, Inc. also currently employs two individuals who perform services on behalf of MDI in the United States. In connection with the MDI Acquisition, MDI and Strong Technical Services, Inc. will enter into the Transition Services Agreement pursuant to which Strong Technical Services, Inc. will continue to provide those services to MDI on a transitional basis.

***The Private Placement***

In connection with the MDI Acquisition, FGAC will complete a Private Placement of up to 1,000,000 Common Shares at a price of $10.00 per Common Share for aggregate gross proceeds of up to $10 million, with an ability to increase the size at the sole discretion of FGAC. Any such Private Placement in a province or territory of Canada will not be qualified by FGAC's prospectus and will be completed pursuant to an exemption from the prospectus requirements of applicable Canadian securities laws. While the MDI Acquisition is not conditional on completion of the Private Placement, final approval of the TSX to list the Common Shares is conditional on FGAC completing a minimum Private Placement of $4 million.

Depending on the size of the Private Placement, it is possible that there may be one or more shareholders with a greater equity interest in the Corporation than the Sponsors. In addition, Andrew Clarke, an individual who will be a director and officer of the Company following Closing, intends to purchase approximately 50,000 Common Shares in the Private Placement.

Management intends to use the funds from the Private Placement to fund the MDI Acquisition, Saltire's growth strategy, for working capital and for general corporate purposes.

***Required Disclosure under Section 5.2 of MI 61-101***

*(a) a description of the transaction and its material terms:*

A description of the MDI Acquisition and its material terms is set forth above.

*(b) the purpose and business reasons for the transaction:*

FGAC is a special purpose acquisition company incorporated under the laws of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation. The MDI Acquisition will constitute FGAC's Qualifying Acquisition under Part X of the TSX Company Manual.

The MDI Acquisition will constitute Saltire's initial platform investment. Following Closing, Saltire will be a long-term capital partner that intends to invest in equity, debt and/or hybrid securities of private companies. It is intended that investments made by Saltire in Portfolio Companies will consist of meaningful and influential stakes in carefully selected private companies that the Manager believes are under-valued, and target assets and businesses with high barriers to entry, predictable revenue streams and cash flows and defensive characteristics, with a view to significantly improve the fundamental value of such Portfolio Companies over the long-term.

Following Closing, the Manager will be led by Larry G. Swets Jr. (Executive Chair), Andrew A.T. Clark (Chief Executive Officer), Hassan R. Baqar (Chief Financial Officer), and Robert W.P. Clark (Chief Investment Officer). Saltire's board of directors will consist of Larry G. Swets, Jr., Andrew A.T. Clark, Robert W.P. Clark, Andrew B. McIntyre, D. Kyle Cerminara, Shaun Alie and Dr. Richard E. Govignon. The relationship between Saltire and the Manager will be overseen by an Investment Committee, initially comprised of Saltire's independent directors, being Andrew B. McIntyre, Shaun Alie and Dr. Richard E. Govignon, each of whom is an "independent director" within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). The Investment Committee's mandate will provide that the committee be comprised of a majority of "independent directors" within the meaning of NI 58-101.

*(c) the anticipated effect of the transaction on the issuer's business and affairs:*

See disclosure above under the headings "Saltire: Long Term Capital Partner", "The Management Agreement" and "The MDI Acquisition".

*(d) a description of*

*(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties, and*

D. Kyle Cerminara (together with joint actors, including Larry Swets Jr. and Hassan Baqar) is: (a) an indirect control person of FGAC by virtue of his shareholding and other management control of FG Sponsor, which beneficially owns, or exercises control or direction over, 2,555,925 Class B Shares; and (b) an indirect control person of Strong Global by virtue of the fact that he beneficially owns approximately 32% of the voting shares of Fundamental Global Inc., which, in turn, beneficially owns approximately 77% of the outstanding voting shares of Strong Global. Because D. Kyle Cerminara is a control person of each of FGAC and Strong Global, Strong Global is a "related party" (as such term is defined in MI 61-101) of FGAC and the MDI Acquisition constitutes a "related party transaction" (as such term is defined in MI 61-101) for FGAC. Unless an exemption is available, the MDI Acquisition would be subject to the minority approval and formal valuation requirements set out in MI 61-101. As noted below under the heading "*disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7, respectively, and the facts supporting reliance on the exemptions*", the Corporation has determined that minority approval of the MDI Acquisition is not required.

Each of FG Sponsor, CG Sponsor, D. Kyle Cerminara, Larry Swets and Hassan Baqar (collectively, the "**Interested Parties**") is a related party of FGAC and an "interested party" (as such term is defined in MI 61-101) for purposes of the MDI Acquisition. CG Sponsor is an affiliate of Canaccord Genuity Corp. ("**Canaccord**"), which acted as an underwriter in connection with FGAC's initial public offering. If the MDI Acquisition closes, Canaccord would be entitled to receive the balance of its underwriting fee. None of D. Kyle Cerminara, Larry Swets and Hassan Baqar beneficially owns, or exercises control or direction over, any securities of FGAC other than the 2,555,925 Class B Shares held directly by FG Sponsor.

*(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of any affiliated entity of the issuer, beneficially owned or controlled by each person referred to in subparagraph (i) for which there would be a material change in that percentage,*

The chart below sets out the anticipated shareholders of the Corporation on Closing on a fully diluted basis under two scenarios: (i) completion of a $4 million Private Placement, and (ii) completion of a $10 million Private Placement. The disclosure below assumes no additional redemptions of Class A Restricted Voting Shares, the issuance of 423,200 Common Shares as consideration for deferred underwriting fees (including 402,500 Common Shares to Canaccord), and that there is no adjustment made under the Acquisition

Agreement with respect to working capital. If the actual facts are different than these assumptions, the percentage ownerships will be different.

| | | | Common Shares on Closing[3] | |
|---|---|---|---|---|
| | **Class B Shares** | **Warrants** | **$4 Million Private Placement** | **$10 Million Private Placement** |
| FGAC Investors LLC | 2,555,925 (88.79%) | 5,160,797[1] (44.49%) | 7,716,722 (44.60%) | 7,716,722 (43.47%) |
| CG Investments VII Inc. | 319,075 (11.08%) | 689,203[2] (5.94%) | 1,008,278 (5.83%) | 1,008,278 (5.68%) |
| Holders of Class A Restricted Voting Shares | - | - | 3,758 (0.022%) | 3,758 (0.021%) |
| Strong Global Entertainment, Inc. | - | - | 2,000,000 (11.56%) | 1,850,000 (10.42%) |
| Participants in Private Placement | | - | 400,000 (2.31%) | 1,000,000 (5.64%) |
| Holders of IPO Warrants | - | 5,750,000 (49.57%) | 5,750,000 (33.23%) | 5,750,000 (32.39%) |

**Notes**:

(1) Comprised of 3,871,387 IPO Warrants and 1,289,410 OTM Warrants.

(2) Comprised of 478,613 IPO Warrants and 210,590 OTM Warrants.

(3) On a fully-diluted basis, including Common Shares issuable upon exercise of Warrants.

In addition to the foregoing, on Closing, Strong Global will hold 9,000,000 Preferred Shares, representing 100% of the issued and outstanding Preferred Shares.

*(e) a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

Special Committee Process

Commencing in January 2024, in anticipation of a potential transaction with MDI, FGAC's management engaged with its advisors in respect of a potential related party transaction, with specific consideration as to the application of MI 61-101 and the proper process which FGAC should undertake to review and negotiate the MDI Acquisition in light of the fact that the MDI Acquisition constitutes a related party transaction. Throughout that period, FGAC's board of directors was kept apprised of the MDI Acquisition and was given the opportunity to engage with management in respect thereof.

A special committee of the board (the "**Special Committee**") was formed by FGAC's board on February 26, 2024 and was comprised of Andrew McIntyre and Peter Huitsing, with Andrew McIntyre serving as Chair. FGAC's board provided the Special Committee with a mandate, which authorized and directed the Special Committee to, among other things:

- consider, review and evaluate the MDI Acquisition, and to oversee processes concerning same, for and on behalf of FGAC, with the assistance of management and FGAC's legal and other advisors;
- consider and determine whether the MDI Acquisition was in the best interests of FGAC and report and make recommendations to the Board with respect to the MDI Acquisition;
- supervise the negotiation of the terms of the MDI Acquisition and any agreements as the Special Committee may determine to be necessary or advisable to give effect thereto;
- supervise the preparation of any other documentation as the Special Committee may determine to be necessary or advisable in connection with the MDI Acquisition;
- review and approve, prior to its release, all proposed public disclosure relating to the MDI Acquisition;
- report to the Board on its activities and recommendations from time to time; and
- do any other such things as the Special Committee may determine to be necessary or advisable to allow the Special Committee to properly perform its duties and obligations.

The Special Committee's mandate also authorized the Special Committee to retain independent legal counsel; however, the Special Committee did not consider it necessary for the purposes of their review of the MDI Acquisition for various reasons, including the independence of FGAC's counsel to management, FGAC being a special purpose acquisition company, the existence of the redemption right, and the additional costs of retaining additional counsel. The Special Committee's mandate did not authorize the Special Committee to consider alternatives to the MDI Acquisition, given the limited time remaining in the Corporation's permitted timeline, the feasibility of finding an alternative transaction and the cost of finding and negotiating an alternative transaction.

In numerous meetings held between February 2024 and May 2024, the Special Committee conducted an ongoing review of the terms and conditions of the MDI Acquisition, including the terms of the Management Agreement set out in the form of a term sheet. With respect to the latter, counsel to FGAC and the Special Committee negotiated the terms of the Management Agreement on behalf of the members of the Special Committee, and sought input and direction from such members where appropriate. The Special Committee also liaised with WD Capital Markets, Inc. ("**WD Capital**"), supervised the Valuation (as defined below), and met with members of FGAC's management and counsel to discuss the

Acquisition Agreement and provide direction on both the Acquisition Agreement and the negotiation thereof, as well as the Valuation.

Recommendation of the Special Committee

The Special Committee unanimously determined that the MDI Acquisition is in the best interests of FGAC, taking into account the interests of all stakeholders, and recommended that the Board approve the MDI Acquisition and recommend that shareholders vote in favour of the MDI Acquisition at a shareholder meeting to be held for such purpose in light of the Special Committee's understanding at the time that the MDI Acquisition would require shareholder approval (although it has since been determined that no such shareholder approval will be required). The conclusions and recommendations of the Special Committee were reached after considering the following, among other factors:

- the independent formal valuation report dated May 3, 2024 (the "**Valuation**") provided by WD Capital, which estimated the en bloc fair market equity value of MDI to be approximately \$26.7 million to \$30.7 million, and the enterprise value to be approximately \$28.7 million to \$32.7 million;
- management's view and analysis that the MDI Acquisition is in the best interests of FGAC;
- the terms of the Acquisition Agreement and related agreements;
- the business and prospects of MDI in the context of a qualifying acquisition;
- the due diligence conducted on MDI;
- the acquisition strategy disclosed by FGAC in its initial public offering and the expectations of FGAC's stakeholders regarding the qualifying acquisition; and
- that the holders of Class A Restricted Voting Shares may redeem their shares for the Class A Qualifying Acquisition Redemption Price.

**The above discussion of the information and factors considered and evaluated by the Special Committee is not intended to be exhaustive of all factors considered and evaluated by the Special Committee. The conclusions and recommendations of the Special Committee were made after considering the totality of such information and factors, including the risk factors discussed in the section entitled "Risk Factors" in the Preliminary Prospectus.**

Board Approval

At a meeting of FGAC's board held on May 3, 2024, convened for the purpose of evaluating the MDI Acquisition, the board of directors considered whether the MDI Acquisition (including the Management Agreement) was in the best interests of FGAC, taking into account the interests of all stakeholders. The board of directors considered, among other factors: (i) the terms of the Acquisition Agreement, the Management Agreement and related agreements; (ii) management's view and analysis of the MDI

Acquisition; (iii) the business and prospects of MDI in the context of a qualifying acquisition; (iv) the due diligence conducted on MDI; (v) the acquisition strategy disclosed by FGAC in its initial public offering and the expectations of FGAC's stakeholders regarding the qualifying acquisition; (vi) the conditions to Closing of the MDI Acquisition; (vii) that the holders of the Class A Restricted Voting Shares may redeem their shares, decreasing the funds available in connection with the Qualifying Acquisition; (viii) the recommendation of the Special Committee, and (ix) the Valuation.

In considering the MDI Acquisition, the Board considered the following positive factors:

- the Valuation, which estimated the en bloc fair market equity value of MDI to be approximately $26.7 million to $30.7 million, and the enterprise value to be approximately $28.7 million to $32.7 million ;
- management's view and analysis that the MDI Acquisition is in the best interests of FGAC;
- the terms of the Acquisition Agreement and related agreements;
- the business and prospects of MDI in the context of a qualifying acquisition;
- the due diligence conducted on MDI;
- the acquisition strategy disclosed by FGAC in its IPO and the expectations of FGAC's stakeholders regarding the qualifying acquisition; and
- that the holders of Class A Restricted Voting Shares may redeem their shares for the Class A Qualifying Acquisition Redemption Price.

The Board also considered a number of potential risks and other factors resulting from the MDI Acquisition and the Acquisition Agreement, including:

- the risk to FGAC of the MDI Acquisition not being completed, including the costs to FGAC incurred in pursuing the MDI Acquisition and the risk associated with the temporary diversion of FGAC's management's attention away from searching for other qualifying acquisition targets;
- the conditions to the parties' obligations to complete the MDI Acquisition and the right of Strong Global to terminate the Acquisition Agreement under certain circumstances; and
- the impact of additional redemptions of Class A Restricted Voting Shares on the Corporation following Closing.

On May 3, 2024, following the above noted discussions and after receiving the recommendation of the Special Committee, the directors resolved (with Larry G. Swets, Hassan Baqar and D. Kyle Cerminara, as the board of managers of FG Sponsor, and D. Kyle Cerminara, as chair of Strong Global, and Richard Govignon, as director of Strong Global, abstaining from consideration and approval of the resolutions insofar as they involved their personal involvement in respect thereof), among other things: (i) that the MDI Acquisition (including the Management Agreement) is in the best interests of FGAC; (ii) to authorize FGAC to continue to pursue the Qualifying Acquisition in accordance with Part X of the TSX Company Manual; and (iii) to authorize the issuance of securities by FGAC in connection with the MDI Acquisition. No materially contrary views were expressed by any director.

The discussion of the information and factors reviewed by FGAC's Board is not, and is not intended to be, exhaustive. In view of the wide variety of factors considered by the Board, the Board did not find it practicable to, and therefore did not, quantify or otherwise assign relative weight to specific factors in making its determination. The conclusions and recommendations of the Board were made after consideration of all of the above-noted factors in light of the collective knowledge of the members thereof of the operations, financial condition and prospects of FGAC and was also based upon the advice of its advisors, as well as the risk factors discussed in the section entitled "Risk Factors" in the Preliminary Prospectus.

*(f) a summary in accordance with section 6.5, of the formal valuation, if any, obtained for the transaction:*

WD Capital was first contacted on behalf of the Special Committee on February 20, 2024 concerning the potential engagement of WD Capital in connection with the Valuation. WD Capital was subsequently retained by the Special Committee pursuant to an engagement letter dated March 18, 2024 to provide the Valuation. Founded in 2009, WD Capital is a corporate finance advisory boutique, specializing in M&A advisory, fairness opinion and valuation work in support of transactions of all types, across a range of sectors. WD Capital's management has been leading transaction work for small and mid-market companies, both private and publicly listed, for over 25 years. WD Capital's transaction and advisory work are carried out by chartered professional accountants, chartered business valuators and a range of other highly experienced transaction team members.

WD Capital is independent of MDI and any other "interested party" for the purposes of Section 6.1 of MI 61-101, as WD Capital: (i) is not associated with, affiliated with, or considered an issuer insider of the Interested Parties, (ii) has not acted as a financial advisor to Strong Global, MDI or any Interested Parties in connection with the MDI Acquisition, (iii) is not the external auditor for Strong Global, MDI or any of the Interested Parties, (iv) received a fixed fee that will not depend in whole or in part on the conclusions reached in the Valuation or the outcome of the MDI Acquisition, (v) is not a manager or co-manager of a soliciting dealing group formed in connection with the MDI Acquisition, and (vi) has no material financial interest relating to the success of the MDI Acquisition. WD Capital has confirmed that it is of the view that it is "independent" (as the term is defined in MI 61-101) of MDI and any Interested Parties for the purpose of preparing and delivering the Valuation.

WD Capital provided the written Valuation on May 3, 2024. A copy of the Valuation is available on FGAC's SEDAR+ profile at www.sedarplus.ca.

As set out in the Valuation, WD Capital, subject to the scope of its review and subject to the assumptions, restrictions and qualifications set out in the Valuation, estimated the en bloc fair market equity value of MDI to be approximately $26.7 million to $30.7 million, and the enterprise value to be approximately $28.7 million to $32.7 million.

Other than the Valuation, to the knowledge of the Corporation's directors and senior officers after reasonable inquiry, there have been no prior valuations in respect of MDI in the preceding 24 months. A formal valuation of the Common Shares and the Preferred Shares being issued to Strong Global in connection with the MDI Acquisition has and will not be obtained in connection with the MDI Acquisition, as (i) FGAC is a reporting issuer, and (ii) neither the Corporation nor, after reasonable inquiry, Strong Global have knowledge of any material information regarding FGAC, the Common Shares or the Preferred Shares to be issued to Strong Global that has not been generally disclosed.

*(g) disclosure, in accordance with section 6.8, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction*

*(i) that has been made in the 24 months before the date of the material change report, and*

Not applicable.

*(ii) the existence of which is known, after reasonable inquiry, to the issuer or to any director or senior officer of the issuer,*

Not applicable.

*(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction, and*

See disclosure above under the heading "The Management Agreement".

*(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7, respectively, and the facts supporting reliance on the exemptions:*

Although the MDI Acquisition constitutes a related party transaction for purposes of MI 61-101, FGAC, after consultation with its legal counsel, and notwithstanding the disclosure in FGAC's material change report dated May 9, 2024, has determined that minority approval of the MDI Acquisition is not required as the Class A Restricted Voting Shares are not "affected securities" as they are not "equity securities" (in each case, as such terms are defined in MI 61-101), as the Class A Restricted Voting Shares do not have a residual right to participate in the assets of FGAC on a liquidation or winding up of FGAC. Accordingly, minority approval of the MDI Acquisition from the holders of the Class A Restricted Voting Shares will not be sought.

Furthermore, FGAC, after consultation with its legal counsel, and notwithstanding the disclosure in FGAC's material change report dated May 9, 2024, has determined that minority approval of the holders of Class B Shares is not required, as both FG Sponsor and CG Sponsor, the only two holders of the Class B Shares, are Interested Parties and would therefore have to be excluded from any such vote pursuant to subsection 8.1(2)(b) of MI 61-101. In particular, the CG Sponsor is an affiliate of Canaccord, which acted as the underwriter in connection with the IPO. If the MDI Acquisition closes, Canaccord would be entitled to receive the balance of its underwriting fee. Accordingly, the CG Sponsor is indirectly entitled to receive a collateral benefit as a consequence of the MDI Acquisition and is an Interested Party.

**Item 6 – Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 – Omitted Information**

None.

**Item 8 – Executive Officer**

The following executive officer of FGAC is knowledgeable about the material change and this report:

Hassan R. Baqar
Director and Chief Financial Officer, FG Acquisition Corp.
(847) 791-6817

**Item 9 – Date of Report**

July 30, 2024.

**Forward-Looking Statements**

Certain statements in this material change report are prospective in nature and constitute forward-looking information and/or forward-looking statements or financial outlooks within the meaning of applicable securities laws (collectively, "**forward-looking statements**"). Forward-looking statements include, but are not limited to, statements relating to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, outlook, circumstances, performance or expectations that are not historical facts, and statements concerning: the completion and proposed terms of, and matters relating to, the MDI Acquisition and the proposed Private Placement and the expected timing related thereto; the level of share redemptions; the listing on the TSX; the expected impact of the MDI Acquisition on the business of MDI; the expected operations, financial results and condition of the Corporation following the MDI Acquisition; the estimated cash flow, capitalization and adequacy thereof for the Corporation following Closing; expectations regarding market trends; overall market growth rates and the Corporation's growth rates; expectations regarding the Corporation's financial results; the Corporation's future objectives and strategies to achieve those objectives; use of proceeds; the identification of, and investment by the Corporation in, Portfolio Companies; the expected benefits of the MDI Acquisition to, and resulting treatment of, shareholders of FGAC and holders of the Warrants; the anticipated effects of the MDI Acquisition and the satisfaction of the conditions to consummate the MDI Acquisition; the number of securities outstanding following the MDI Acquisition; and the implementation of corporate governance practices.

Forward-looking statements generally, but not always, can be identified by the use of forward-looking terminology such as “outlook”, “objective”, “may”, “could”, “would”, “will”, “expect”, “intend”, “estimate”, “forecasts”, “project”, “seek”, “anticipate”, “believes”, “should”, “plans”, “strives”, or “continue”, or similar expressions suggesting future outcomes or events and the negative of any of these terms.

Forward-looking statements reflect management’s current beliefs, expectations and assumptions as of the date of this prospectus and are based on information currently available to management, which includes assumptions about continued revenues based on historical past performance, management’s historical experience, perception of current business conditions, expected future developments and other factors which management considers appropriate. With respect to the forward-looking statements included in this prospectus, FGAC has made certain assumptions with respect to, among other things: the number of Class A Restricted Voting Shares that will be subject to redemption in connection with the MDI Acquisition; the exercise of the warrant put rights; the anticipated receipt of any required regulatory approvals and consents (including the approval of the TSX of the MDI Acquisition and the approval of the TSX to list the Common Shares and the Warrants); the expectation that no event, change or other circumstance will occur that could give rise to the termination of the Acquisition Agreement or the proposed Private Placement; the expenses and timing of Closing; that the Corporation is capable of meeting and will meet its future objectives and strategies; that the Corporation’s future projects and plans are achievable and will proceed as anticipated; the Corporation’s competitive position in its industry; the Corporation’s ability to successfully predict and respond to client preferences and demand; availability of favourable regulations and government incentives affecting the industry and markets in which the Corporation operates; that the Manager will be able to identify suitable investment opportunities in Portfolio Companies and that the Corporation will be able to complete investments in such Portfolio Companies; competition, including from established and future competitors; the Manager’s ability to attract and retain management and other employees who possess specialized knowledge and technical skills; and general economic and market growth rates, currency exchange and interest rates and competitive intensity.

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the future circumstances, outcomes or results anticipated or implied by such forward-looking statements will occur or that plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve known and unknown risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated by such statements. Factors that could cause such differences include, but are not limited to: inability to predict future results of operations and other operating metrics, which fluctuate from quarter to quarter; the impact of fluctuations in foreign currency exchange rates on earnings; the Corporation’s failure to outperform its competitors and keep pace with industry and technological changes in an evolving and competitive market; failure to attract or retain clients or generate growth and revenue for the Corporation; the impact on the Corporation’s growth and/or tax profile of applicable tax laws; damages or penalties imposed as a result of civil litigation or regulatory enforcement actions; the business of the

Corporation being disrupted as a result of operational risks or otherwise; dependence on third party service providers, suppliers and other third-party relationships; non-performance or early termination of contracts; alleged infringement of the intellectual property rights of third parties; the Manager being unable to attract and retain skilled personnel and qualified management; changes in business, economic or political conditions impacting the Corporation's business and reputation; the Manager not being able to identify suitable investment opportunities in Portfolio Companies or the Corporation not being able to complete investments in such Portfolio Companies; the Corporation being unable to raise additional funds to meet its capital requirements; the Corporation not being able to continue as a going concern; Saltire failing to obtain or maintain adequate insurance coverage; potential conflicts of interest arising with the Sponsors in determining whether the MDI Acquisition is appropriate; failure to satisfy the conditions precedent and required approvals in connection with the MDI Acquisition, including failure by the shareholders of FGAC to approve the MDI Acquisition; termination of the MDI Acquisition; delays or amendments to the implementation of the MDI Acquisition; costs relating to the MDI Acquisition having to be paid even if the MDI Acquisition is not completed; losses arising from any misrepresentations in the representations, warranties and covenants of MDI or Strong Global pursuant to the Acquisition Agreement, which terminate on Closing; subsequent to the completion of the MDI Acquisition, the Corporation having to take write-downs or write-offs, restructuring or other charges; the TSX not approving the MDI Acquisition and the Corporation's securities for listing, and the Corporation's ability to comply with continued listing standards; the MDI Acquisition's benefits not meeting the expectations of investors or securities analysts; the proposed Private Placement not being completed on the expected terms, or at all; the impact of FGAC shareholders redeeming their shares for cash; there being no market for the Corporation's securities; fluctuations in the market price of the Common Shares; sales of Common Shares by significant shareholders; increases in the number of shares eligible for future resale in the public market and dilution as a result of Warrants, OTM Warrants, or other convertible or exchangeable securities becoming exercisable for Common Shares; the Warrants never being in-the-money; FGAC being unable to continue as a going concern and consummate a qualifying acquisition; the Corporation incurring significant expenses and devoting significant resources and management time as a result of being a public company; the Manager and the Corporation's executive officers having limited experience in managing a public company; the Corporation being unable to implement and maintain effective internal controls over financial reporting; securities or industry analysts not publishing research, or publishing inaccurate or unfavourable research about the Corporation; and the Corporation's management having broad discretion in the use of FGAC's escrowed funds and the net proceeds from the proposed Private Placement, if completed.

All forward-looking statements included in and incorporated into this material change report are qualified by these cautionary statements. Unless otherwise indicated, the forward-looking statements contained herein are made as of the date of this material change report, and except as required by applicable law, neither FGAC nor MDI undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## SCHEDULE "A"

## Press Releases

See attached.

**FG Acquisition Corp. Announces Proposed Acquisition of Strong/MDI Screen Systems, Inc. and launch of Saltire Holdings, Ltd.**

*All amounts expressed in United States dollars (US$) unless otherwise noted*

TORONTO, May 3, 2024 – FG Acquisition Corp. (TSX: FGAA.U, FGAA.WT.U) ("**FGAC**" or the "**Corporation**"), a special purpose acquisition company, and Strong Global Entertainment, Inc. (NYSE: SGE) ("**Strong Global**") are pleased to announce the proposed acquisition (the "**MDI Acquisition**") of Strong/MDI Screen Systems, Inc. ("**MDI**") by FGAC, pursuant to an acquisition agreement (the "**Acquisition Agreement**") dated May 3, 2024 between FGAC, Strong Global, MDI, FGAC Investors LLC and CG Investments VII Inc (together with FGAC Investors LLC, the "**Sponsors**"). The MDI Acquisition, together with the launch of FGAC's new investment platform, will constitute FGAC's qualifying acquisition.

"We are excited to present this qualifying acquisition to our shareholders and believe that MDI provides a compelling investment opportunity to acquire a leading global manufacturing and distribution business that will anchor our unique investment platform" said Larry G. Swets, Jr., Chief Executive Officer of FGAC.

In connection with the closing of the MDI Acquisition ("**Closing**"), the Corporation intends to rename itself Saltire Holdings, Ltd. ("**Saltire**"). Saltire intends to build and grow a portfolio of profitable and cash-flow generating private equity investments that would not otherwise be available to public market investors through its proprietary origination process, to maximize its intrinsic value on a per-share basis over the long-term by seeking to achieve superior investment performance commensurate with reasonable risk.

Mark Roberson, Chief Executive Officer of Strong Global, commented, "MDI is a global leader in cinema and entertainment, and being part of Saltire will provide greater access to the Canadian financial markets as the management team executes on its growth plans. For Strong Global, this represents an opportunity to unlock the value of our investment in MDI and we look forward to participating in the future growth and success of Saltire."

"We are delighted to be partnering with the teams at MDI and FGAC for the launch of Saltire Holdings. This platform will aim to benefit both business owners and investors seeking a differentiated long-term platform", commented Andrew Clark, proposed Chief Executive Officer of Saltire Partners, Inc.

Following Closing, the Corporation will be led by Larry G. Swets, Jr., as Executive Chairman, Andrew Clark as Chief Executive Officer, Hassan Baqar as Chief Financial Officer and Robert Clark as Chief Investment Officer, whose services will be provided pursuant to the Management Agreement. The Corporation's board of directors will consist of Larry G. Swets, Kyle Cerminara, Andrew Clark, Shaun Alie, Robert Clark, Andrew B. McIntyre and Dr. Richard E. Govignon.

FGAC's currently issued and outstanding Class A restricted voting shares (the "**Class A Restricted Voting Shares**") and share purchase warrants (the "**Warrants**") are listed on the Toronto Stock Exchange (the "**TSX**"). In addition, the Corporation has 2,875,000 Class B shares (the "**Class B Shares**") issued and outstanding. It is a condition of Closing that the Common Shares (as defined below) be listed and the Warrants continue to be listed on the TSX. The Corporation has reserved the symbols "SLT" and "SLT.WT" for the Common Shares and Warrants, respectively.

**Saltire: Long-Term Capital Partner**

Saltire's investment objectives will be to provide shareholders with long-term total returns through capital appreciation by investing in securities of portfolio companies that will be actively managed and that the

Manager believes are under-valued. The Manager, in evaluating potential investments, will focus on some of the following

- management strength, including experience, alignment and bench strength;
- top- and bottom-line growth opportunities, both organic and inorganic, including the degree of visibility into this growth and the opportunity for re-investment of capital in support of growth opportunities;
- operational execution and the sustainability of the business model, including barriers to entry, competitive position and durability of cash flows;
- profitability, including margin trajectory, operating leverage, free cash flow conversion, and per share compounding expectations;
- capital intensity, including returns on capital, capital expenditure requirements and balance sheet capacity; and
- corporate health and risk, including risk assessment and mitigation strategies.

Concurrently with Closing, Saltire will enter into a management agreement (the "**Management Agreement**") with Saltire Partners, Inc. (the "**Manager**"), which will act as the manager and promoter of Saltire and will provide management services to Saltire. Saltire's unique structure will also include a 20% ownership position in the Manager, a stand-alone investment manager that will seek to develop, through organic growth and selected strategic acquisitions, a strong and differentiated asset management platform. The Manager will also have executive responsibilities at Saltire, including investment and capital allocation decisions.

Saltire will seek to hold investments until it believes market valuations materially exceed inherent underlying valuation of the business, using traditional valuation metrics appropriate for each industry. In so doing, Saltire intends to be a permanent capital partner for the companies it invests in. Accordingly, Saltire's principal form of return will be through aggregating and compounding cash flows over the long-term

**MDI Investment Highlights**

MDI is a leading manufacturer and distributor of premium large format projection screens to the cinema industry in North America and around the globe. MDI has contractual relationships to supply screens to IMAX, AMC, Cinemark and many of the other major cinema operators worldwide. It also manufactures innovative screen support structures custom-built to adapt to virtually any venue requirement, with a unique self-standing modular construction that allows for easy assembly and adjustable size.

MDI also sells to non-cinema customers, such as theme parks, immersive attractions, and other entertainment venues as well as for use in training simulators. Some of these other customer verticals include the largest theme park operators in the world, immersive venues such as the Illuminarium and the immersive Van Gogh exhibits. MDI is also a subcontractor on several large government projects providing its projection screen technology for use in military training simulators.

MDI's management believes that MDI's screens are among the highest quality in the industry in terms of performance including the amount of gain (or brightness of the image reflected from the screen's surface), viewing angles, and other characteristics important to the viewing experience. The high-quality is driven by the innovative manufacturing process, focus on quality control and MDI's proprietary coatings. MDI's management believes that it is the only major screen manufacturer that develops and produces its own proprietary coatings, which are critical to the overall quality and continued innovation of MDI's screens.

**Summary of the MDI Acquisition**

On May 3, 2024 FGAC and the Sponsors entered into the Acquisition Agreement with Strong Global and MDI, pursuant to which FGAC intends to acquire, directly or indirectly, all of the outstanding shares in the capital of MDI. As a result of the MDI Acquisition, MDI will become a wholly-owned subsidiary of FGAC. The MDI Acquisition will constitute FGAC's Qualifying Acquisition, and values MDI at a pre-money valuation of $30 million (as adjusted pursuant to the Acquisition Agreement, the "**MDI Equity Value**").

On Closing, FGAC will satisfy the Purchase Price (as defined in the Acquisition Agreement) with: (i) cash, in an amount equal to 25% of the net proceeds of a concurrent private placement, if any (the "**Cash Consideration**"), (ii) the issuance to Strong Global of preferred shares ("**Preferred Shares**") with an initial preferred share redemption amount of $9,000,000, and (iii) the issuance to Strong Global of that number of Common Shares equal to (a) the MDI Equity Value minus (x) the Cash Consideration and (y) the Preferred Shares, divided by (b) $10.00.

Upon completion of the MDI Acquisition, (a) the Class A Restricted Voting Shares not required to be redeemed will convert into Common Shares on a one for one basis, (b) the Class B Shares will be exchanged for Common Shares, and (c) the Common Shares and Warrants will trade separately on the TSX, subject to meeting the TSX listing requirements. Listing of the securities issuable pursuant to the MDI Acquisition is subject to the TSX listing requirements.

The Closing is conditional on, among other things, there being no legal impediments to Closing and all required authorizations, consents and approvals necessary to effect Closing having occurred, or being filed or obtained, as applicable, the Common Shares being conditionally listed for trading on a stock exchange, the approval of the Qualifying Acquisition by the holders of Class A Restricted Voting Shares at a meeting of shareholders to be held in connection with the Qualifying Acquisition, receipts having been obtained for both the preliminary and final prospectus and other usual and customary conditions for transactions of this nature. The obligations of Strong Global at Closing are also conditional on, among other usual and customary conditions for transactions of this nature, (a) the truth and accuracy of FGAC's representations and warranties, (b) the compliance and/or performance by FGAC of its covenants under the Acquisition Agreement, and (c) there having been no material adverse change with respect to FGAC. The Closing is also conditional on, among other usual and customary conditions for transactions of this nature, the following conditions of Closing in favour of FGAC: (a) the truth and accuracy of Strong Global and MDI's representations and warranties, (b) the compliance and/or performance by Strong Global and MDI of their covenants under the Acquisition Agreement, (c) the completion of all required third party authorizations, consents and approvals, and (d) there having been no material adverse change with respect to MDI or its business and there being no events, facts or circumstances that shall have occurred which would result or which could reasonably be expected to result, individually or in the aggregate, in a material adverse change with respect to MDI or its business.

The expenses relating to the completion of the MDI Acquisition as well as funds required for the ongoing operations of the Corporation will be funded from a combination of (i) cash available to FGAC from the sale of the Sponsors' Warrants and the OTM Warrants to the Sponsors, its IPO and the closing of the over-allotment option granted in connection with the IPO, plus (ii) accrued interest on invested cash less taxes on interest earned, less (iii) any amounts used to settle redemptions of Class A Restricted Voting Shares, if any (currently held in escrow), plus (iv) cash on hand (including a portion of the cash received pursuant to a concurrent private placement, if any).

It is anticipated that, upon completion of the MDI Acquisition, on a non-diluted basis and assuming completion of a $10 million private placement and the issuance of 338,560 Common Shares to CG Investments VII Inc. as consideration for its deferred underwriting fee:

- the shareholders of Class A Restricted Voting Shares (immediately before the Closing), which consist of FGAC's current public shareholders, will hold an ownership interest of approximately 1.62% in Saltire;
- the Sponsors will hold an aggregate ownership interest of 51.42% in Saltire;
- Strong Global will hold an ownership interest of approximately 29.6% in Saltire;
- there will be 10,100,000 Warrants to acquire Common Shares outstanding; and
- there will be 1,500,000 OTM Warrants to acquire Common Shares outstanding.

**Timing and Additional Information**

Pursuant to applicable rules, the Corporation will file with the Canadian securities regulatory authorities in each of the provinces and territories of Canada (other than Quebec) a preliminary non-offering prospectus containing disclosure regarding MDI and the Qualifying Acquisition. Once filed, the preliminary prospectus may be viewed by shareholders and interested parties under FGAC's profile on the System for Electronic Document Analysis and Retrieval Plus ("**SEDAR+**") at www.sedarplus.ca.

In connection with the proposed Qualifying Acquisition, the Corporation will call a special meeting of the shareholders of the Corporation (the "**Meeting**"). At the Meeting, shareholders entitled to vote will be asked to consider and approve, in addition to the Qualifying Acquisition, an amendment of the articles of FGAC to: (i) provide that the Corporation's outstanding Class B Shares automatically convert into Common Shares on Closing rather than proportionate voting shares; (ii) create a class of preferred shares, issuable in series; and (iii) remove the Class A Restricted Voting Shares, Class B Shares and proportionate voting shares. As the MDI Acquisition constitutes a "related party transaction" under applicable securities laws, the MDI Acquisition and the approval thereof will be subject to the provisions of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* and a formal valuation of MDI will be provided to FGAC shareholders.

Goodmans LLP is acting as legal counsel to the Corporation and Canaccord Genuity Corp. is acting as financial advisor. Gowling WLG is acting as legal counsel to Strong Global and MDI.

Further details are set out in an investor presentation (the "**Investor Presentation**") and the Acquisition Agreement, which will be filed under FGAC's profile on SEDAR+ at www.sedarplus.ca.

**About FGAC**

FG Acquisition Corp. is a special purpose acquisition company incorporated under the laws of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation. Kyle Cerminara serves as Chairman, Larry Swets, Jr. serves as Director and Chief Executive Officer, and Hassan R. Baqar serves as Director and Chief Financial Officer of the Corporation. In addition, Robert I. Kauffman, a former co-founder and Principal of Fortress Investment Group, serves as a Senior Advisor to the Corporation. The Corporation received $115 million of proceeds from its initial public offering which was completed on April 5, 2022 and the closing of the over-allotment option granted in connection with such initial public offering which was completed on April 20, 2022. The gross proceeds of the offering were placed in an escrow account with TSX Trust Company immediately thereafter and will be released upon consummation of the Qualifying Acquisition in accordance with the terms and conditions of the escrow agreement.

**About MDI**

MDI is a leading global manufacturer and distributor of premium large format projection screens and coatings. MDI supplies cinema screens to IMAX, AMC, Cinemark and many of the other major cinema operators worldwide. MDI also manufactures innovative screen support structures custom built to adapt to virtually any venue requirement. MDI also manufactures specially designed screens, haptic flooring and other solutions for theme parks, immersive applications such as interactive dark rides, 3D/4D theme park rides, flying theaters and motion simulators. MDI's manufacturing facility is located in Joliette, Quebec, Canada.

**About Saltire**

Following Closing, Saltire will be a long-term capital partner that intends to invest in equity, debt and/or hybrid securities. It is intended that investments made by Saltire will consist of meaningful and influential stakes in carefully selected private companies that the Manager believes are under-valued businesses with high barriers to entry, predictable revenue streams, cash flows and defensive characteristics, with a view to significantly improve the fundamental value over the long-term. Although Saltire intends to primarily invest in private companies, Saltire may, in certain circumstances if the opportunity arises, also explore potential investments in public companies to the extent it is able to identify opportunities for take-private transactions that otherwise fall within Saltire's investment strategy. This opportunity will provide retail investors access to private and control-level investments typically reserved for larger players, while maintaining liquidity, as well as an ownership interest in the Manager.

**Forward-Looking Statements**

Certain statements in this news release are prospective in nature that constitute forward-looking information and/or forward-looking statements within the meaning of applicable securities laws (collectively, "**forward-looking statements**"). Forward-looking statements include, but are not limited to, statements concerning the completion and proposed terms of, and matters relating to, the MDI Acquisition, the Qualifying Acquisition, the level of share redemptions, the listing of common shares and warrants on the TSX, the expected impact of the MDI Acquisition on the business of MDI, the expected operations, financial results and condition of the Corporation following the MDI Acquisition, and MDI's and Saltire's business plans, strategies and growth prospects, opportunities for their respective investors, and use of proceeds, as well as other statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, outlook, circumstances, performance or expectations that are not historical facts.

Forward-looking statements generally, but not always, can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "could", "would", "will", "expect", "intend", "estimate", "forecasts", "project", "seek", "anticipate", "believes", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events and the negative of any of these terms.

Forward-looking statements reflect management's current beliefs, expectations and assumptions and are based on information currently available to management. With respect to the forward-looking statements included in this news release, the Corporation has made certain assumptions with respect to, among other things, approval of various matters by the shareholders of the Corporation, the number of Class A Restricted Voting Shares that will be subject to redemption in connection with the MDI Acquisition, the exercise of the Warrant Put Rights, the anticipated receipt of any required regulatory approvals and consents (including the approval of the TSX of the MDI Acquisition and the approval of the TSX to list the Common Shares and the Warrants), the expectation that no event, change or other circumstance will occur that could give rise to the termination of the Acquisition Agreement or the proposed Private Placement, the expenses and timing of Closing, that the Corporation is capable of meeting and will meet its future objectives and strategies, that the Corporation's future projects and plans are achievable and will proceed as anticipated, the Corporation's competitive position in its industry, the Corporation's ability to successfully predict and respond to client preferences and demand, availability of favourable regulations and government incentives affecting the industry and markets in which the Corporation operates, that the Manager will be able to identify suitable investment opportunities in Portfolio Companies and that the Corporation will be able to complete investments in such Portfolio Companies, competition, including from established and future competitors, the Manager's ability to attract and retain management and other employees who possess specialized knowledge and technical skills, and general economic and market growth rates, currency exchange and interest rates and competitive intensity.

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the future circumstances, outcomes or results anticipated or implied by such forward-looking statements will occur or that plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve known and unknown risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated by such statements. Factors that could cause such differences include, but are not limited to: inability to predict future results of operations and other operating metrics, which fluctuate from quarter to quarter, the impact of fluctuations in foreign currency exchange rates on earnings, the Corporation's failure to outperform its competitors and keep pace with industry and technological changes in an evolving and competitive market, failure to attract or retain clients or generate growth and revenue for the Corporation, the impact on the Corporation's growth and/or tax profile of applicable tax laws, damages or penalties imposed as a result of civil litigation or regulatory enforcement actions, the business of the Corporation being disrupted as a result of operational risks or otherwise, dependence on third party service providers, suppliers and other third-party relationships, non-performance or early termination of contracts, alleged infringement of the intellectual property rights of third parties, the Manager being unable to attract and retain skilled personnel and qualified management, changes in business, economic or political conditions impacting the Corporation's business and reputation, the Manager not being able to identify suitable investment opportunities in Portfolio Companies or the Corporation not being able to complete investments in such Portfolio Companies, the Corporation being unable to raise additional funds to meet its capital requirements, the Corporation not being able to continue as a going concern, Saltire failing to obtain or maintain adequate insurance coverage, potential conflicts of interest arising with the Sponsors in determining whether the MDI Acquisition is appropriate, failure to satisfy the conditions precedent and required approvals in connection with the MDI Acquisition, termination of the MDI Acquisition, delays or amendments to the implementation of the MDI Acquisition, costs relating to the MDI Acquisition having to be paid even if the MDI Acquisition is not completed, losses arising from any misrepresentations in the representations, warranties and covenants of MDI or Strong Global pursuant to the Acquisition Agreement, which terminate on Closing, subsequent to the completion of the MDI Acquisition, the Corporation having to take write-downs or write-offs, restructuring or other charges, the TSX not approving the MDI Acquisition and the Corporation's securities for listing, and the Corporation's ability to comply with continued listing standards, the MDI Acquisition's benefits not meeting the expectations of investors or securities analysts, the impact of FGAC shareholders redeeming their shares for cash, there being no market for the Corporation's securities, fluctuations in the market price of the Common Shares, sales of Common Shares by significant shareholders, increases in the number of shares eligible for future resale in the public market and dilution as a result of Warrants, OTM Warrants, or other convertible or exchangeable securities becoming exercisable for Common Shares, the Warrants never being in-the-money, FGAC being unable to continue as a going concern and consummate a qualifying acquisition, the Corporation incurring significant expenses and devoting significant resources and management time as a result of being a public company, the Manager and the Corporation's executive officers having limited experience in managing a public company, the Corporation being unable to implement and maintain effective internal controls over financial reporting, securities or industry analysts not publishing research, or publishing inaccurate or unfavourable research about the Corporation, and the Corporation's management having broad discretion in the use of FGAC's escrowed funds and the net proceeds from a private placement, if completed.

All forward-looking statements included in and incorporated into this news release are qualified by these cautionary statements. Unless otherwise indicated, the forward-looking statements contained herein are made as of the date of this news release, and except as required by applicable law, the Corporation does not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

**FOR FURTHER INFORMATION PLEASE CONTACT:**

Hassan R. Baqar, Director and Chief Financial Officer, FG Acquisition Corp., hbaqar@sequoiafin.com, or (847) 791-6817.

**FG Acquisition Corp. Files Amended and Restated Material Change Report Regarding Proposed Acquisition of Strong/MDI Screen Systems, Inc.**

TORONTO, July 30, 2024 – FG Acquisition Corp. (TSX: FGAA.U, FGAA.WT.U) ("**FGAC**" or the "**Corporation**"), a special purpose acquisition company, announced today that it has amended and restated its material change report dated May 9, 2024 (the "**Original MCR**") regarding the Corporation's proposed acquisition (the "**MDI Acquisition**") of Strong/MDI Screen Systems, Inc. ("**MDI**") by FGAC pursuant to an acquisition agreement (the "**Acquisition Agreement**") dated May 3, 2024 between FGAC, Strong Global Entertainment Inc. ("**Strong Global**"), FGAC Investors LLC (the "**FG Sponsor**") and CG Investments VII Inc. (the "**CG Sponsor**" and, collectively with the FG Sponsor, the "**Sponsors**"), which will constitute FGAC's qualifying acquisition.

The amended and restated material change report (the "**Amended and Restated MCR**") is being filed to, among other things, include additional disclosures required under Section 5.2(1) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**").

The Corporation also announced that, notwithstanding its previous disclosure that the MDI Acquisition will require minority approval of the Corporation's shareholders as the transaction constitutes a "related party transaction" within the meaning of MI 61-101, FGAC has determined after consultation with its legal counsel that minority approval of the MDI Acquisition is not required for either the Class A Restricted Voting Securities (as the Corporation's Class A Restricted Voting Shares are not "affected securities" as such term is defined in MI 61-101) or the Class B Shares (as the only two holders of the Class B Shares are "interested parties" within the meaning of MI 61-101 and would therefore have to be excluded from any such vote). Accordingly, no shareholder approval will be sought to approve the MDI Acquisition.

**About FGAC**

FG Acquisition Corp. is a special purpose acquisition company incorporated under the laws of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation. Kyle Cerminara serves as Chairman, Larry Swets, Jr. serves as Director and Chief Executive Officer, and Hassan R. Baqar serves as Director and Chief Financial Officer of the Corporation. In addition, Robert I. Kauffman, a former co-founder and Principal of Fortress Investment Group, serves as a Senior Advisor to the Corporation. The Corporation received $115 million of proceeds from its initial public offering which was completed on April 5, 2022 and the closing of the over-allotment option granted in connection with such initial public offering which was completed on April 20, 2022. The gross proceeds of the offering were placed in an escrow account with TSX Trust Company immediately thereafter and will be released upon consummation of the Qualifying Acquisition in accordance with the terms and conditions of the escrow agreement.

**FOR FURTHER INFORMATION PLEASE CONTACT:**

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